

PATSY RAMSEY & ASSOCIATES, INC.

86-06990

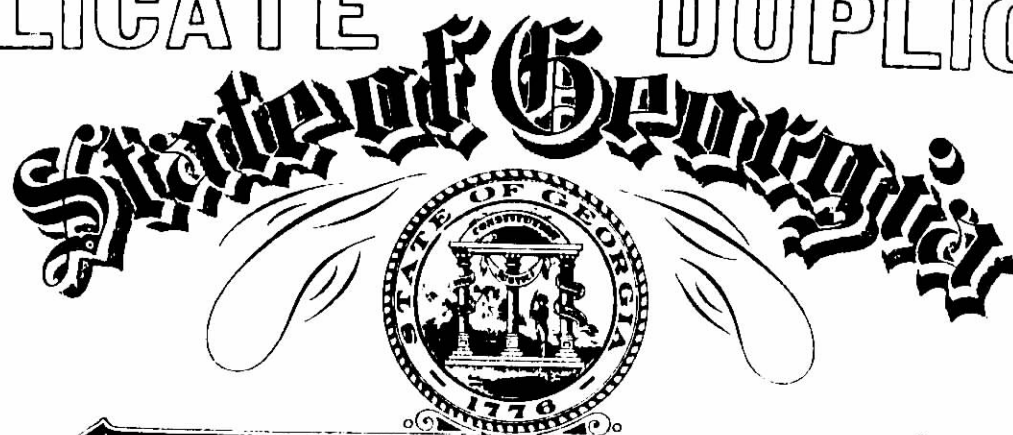
APRIL 28, 1986

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DP

WARREN WESLEY B JR

DUPLICATE DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"PATSY RAMSEY & ASSOCIATES, INC."

has been duly incorporated under the laws of the State of Georgia on the 28th day of April, 19 86, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 28th day of April in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
PATSY RAMSEY & ASSOCIATES, INC.

I

The name of the Corporation is "Patsy Ramsey & Associates, Inc."

II

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III

The Corporation has perpetual duration.

IV

The Corporation is organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Georgia, including, but not limited to, the business to engage in a marketing and advertising business; to buy, own, develop, manage, lease and sell real and personal property.

V

The Corporation has authority to issue not more than 1,000,000 shares of common stock having a par value of \$1.00 per share.

VI

No shareholder of the Corporation shall, because of his ownership of stock, have any preemptive right or the right to purchase, subscribe for or take any part of any stock or any part

of any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase the stock of the Corporation issued, optioned or sold by the Corporation after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the Corporation authorized by these Articles of Incorporation or by Articles of Amendment duly filed, may at any time be issued, optioned for sale or sold or disposed of by the Corporation pursuant to resolution of its Board of Directors upon such terms as may seem proper to the Board without first offering such stock or securities or any part thereof to the existing shareholders.

VII

The Board of Directors of the Corporation may, from time to time at its discretion, distribute a portion of its assets to its shareholders out of the capital surplus of the Corporation.

VIII

The Corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus available.

IX

The Corporation shall not commence business until it has received not less than \$500.00 in payment for the issuance of shares.

X

The initial registered office of the Corporation shall be 850 First National Bank Building, 315 West Ponce de Leon Avenue, Decatur, DeKalb County, Georgia, and the initial registered agent of the Corporation at such address shall be Wesley B. Warren, First National Bank Building, Suite 850, 315 W. Ponce de Leon Avenue, Decatur, Georgia 30030.

XI

The initial Board of Directors of the Corporation shall consist of one member, whose name and address is as follows:

Patsy Ramsey
1009 Sun Valley Drive
Roswell, Georgia 30076

XII

The name and address of the incorporator is Wesley B. Warren, Jr., Suite 850, First National Bank Building, 315 West Ponce de Leon Avenue, Decatur, Georgia 30031.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 25th day of April, 1986.



Wesley B. Warren, Jr.


Simmons, Warren & Szczecko, P.A.
P. O. Box 340
Decatur, Georgia 30031
(404) 378-1711

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

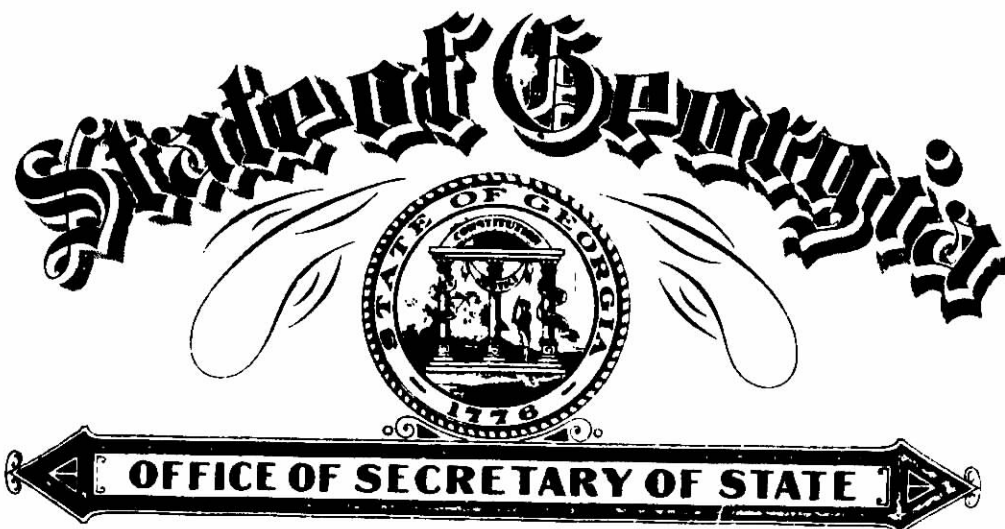
I, Wesley B. Warren, Jr., do hereby consent to serve as
registered agent for the corporation, Patsy Ramsey & Associates,
Inc.

This 23rd day of April, 1983.


WESLEY B. WARREN, JR.

Address of registered agent:

850 First National Bank Building
Decatur, Georgia 30030



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"PATSY RAMSEY & ASSOCIATES, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
22nd day of April, in the year of our Lord
One Thousand Nine Hundred and Eighty Six and
of the Independence of the United States of America the Two
Hundred and
Ten.

Max Cleland

SECRETARY OF STATE
COMMISSIONER OF CORPORATIONS

